
NOTICE OF EXTRAORDINARY GENERAL MEETING



ISDN HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number 200416788Z)
(Singapore Stock Code: 107.SI)
(Hong Kong Stock Code: 1656)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall have the same meanings ascribed to them in the circular issued by the Company to shareholders of the Company dated 22 December 2022.

Notice is hereby given that an Extraordinary General Meeting (the “**EGM**”) or ISDN Holdings Limited (the “**Company**”) will be held at No. 101 Defu Lane 10, Singapore 539222 on Tuesday, 31 January 2023 at 9:30 a.m. (Singapore Time) for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolutions:

Special Resolution: The Proposed Amendments to the Constitution of the Company

RESOLVED THAT:

- (a) the Constitution of the Company be and is hereby amended in the manner described in the **Appendix A** to the Company’s circular; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this

Ordinary Resolution: The Proposed Adoption of the ISDN PSP 2022

RESOLVED THAT:

- (a) a new share incentive scheme, namely, the ISDN PSP 2022, be and is hereby approved and adopted;
- (b) the rules of the ISDN PSP 2022 set out in **Appendix B** to the Company’s circular to Shareholders dated 22 December 2022 be and are hereby approved and adopted;
- (c) the Directors of the Company be and are hereby authorised:
 - (i) to establish and administer the ISDN PSP 2022;
 - (ii) to modify and/or alter the ISDN PSP 2022 at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the rules of the ISDN PSP 2022;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (iii) to grant awards in accordance with the rules of the ISDN PSP 2022 with the Scheme Limit of 10.0% of the total issued and outstanding Shares as at the date of the Shareholders' approval of ISDN PSP 2022 and, subject to the provisions of the Companies Act and the constitution of the Company, to issue from time to time such number of new Shares from time to time such number of treasury shares as may be required to be delivered pursuant to the vesting of such awards, provided that the total number of new Shares which may be issued pursuant to awards granted under the ISDN PSP 2022 on any date, when aggregated with the total number of new Shares issued and to be issued in respect of all awards granted under the ISDN PSP 2022, and all options and awards granted under any other share option scheme, performance share plan or share incentive scheme implemented by the Company and for the time being in force, shall not exceed 3% of the total number of Shares in the issued share capital of the Company (excluding treasury shares and subsidiary holdings) on the day preceding that date; and
- (iv) to complete and to do all such acts and things (including executing all such documents as may be required and to approve any amendments or modifications to any such documents) as they and/or he/she may consider necessary, desirable or expedient to give effect to this Resolution.

By Order of the Board of Directors of
ISDN Holdings Limited

Teo Cher Koon
President and Managing Director

22 December 2022
Singapore

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1)
 - (a) A member of the Company who is not a Relevant Intermediary or a clearing house and entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote on his behalf. Where such member's form of proxy appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the number and class of shares in relation to which each proxy has been appointed in the form of proxy.
 - (b) A member of the Company who is a Relevant Intermediary or a clearing house and entitled to attend and vote at the EGM is entitled to appoint more than two (2) proxies to attend and vote on his behalf, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the number and class of shares in relation to which each proxy has been appointed in the form of proxy.
 - (c) "Relevant Intermediary" shall have the same meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
- (2) A proxy need not be a member of the Company.
- (3) The form of proxy must be completed and signed in accordance with the instructions printed thereon and submitted to the Company in the following manner:
 - (a) if submitted by way of electronic means, be submitted via email to the Company at info@isdnholdings.com; or
 - (b) if submitted by post, be lodged with the registered office of the Company at No. 101 Defu Lane 10, Singapore 539222 (for Singapore Shareholders) or the Company's Hong Kong Branch Share Registrar and Transfer Office, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (for Hong Kong Shareholders),

as soon as possible but in any event not less than 72 hours before the time appointed for the holding of the EGM or any adjournment thereof. Members who hold shares under CPF or SRS, who wish to appoint the Chairman of the EGM as their proxy, should approach their Central Provident Fund and SRS Operators Agent Banks (as the case may be) to submit their votes by, 9.30 a.m. on Monday, 16 January 2023, being at least seven (7) working days before the EGM.
- (4) Where the form of proxy is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where the form of proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (5) Where the form of proxy is executed under the hand of an attorney duly authorised, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the form of proxy, failing which the form of proxy may be treated as invalid.

Personal Data Privacy:

By attending the EGM and/or any adjournment thereof and/or submitting the form of proxy appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), and (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.